

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

I, Dan Koeppel, in support of the motion of Central Laborers' Pension Fund (hereinafter referred to as "Central Laborers") to intervene as a party plaintiff in the above-captioned matter and to certify this action as a class action, hereby declare as follows:

1. I am the Executive Director of Central Laborers and am authorized to submit this declaration on its behalf. As Executive Director I am responsible for overseeing outside litigation matters. Central Laborers is a multi-employer pension fund based in Jacksonville, Illinois, which serves the interests of active and retired laborers. Central Laborers currently has more than 5,000 pensioners and beneficiaries who receive over \$73 million in pension benefits each year.

2. Central Laborers purchased 9645 shares of Healthways' common stock during the Class Period and has suffered substantial losses as a result of those purchases.

3. I have reviewed the Court's October 5, 2009 Opinion denying Class Certification and the Consolidated Complaint filed in the above-captioned matter against Healthways, Inc. ("Healthways"), and several of its senior managers, and Central Laborers adopts the allegations of the Consolidated Complaint.

4. Central Laborers did not purchase the securities that are the subject of this action at the direction of its counsel, Coughlin Stoia Geller Rudman & Robbins LLP, or to participate in any private action under the federal securities laws.

5. Central Laborers is willing to serve as a representative party on behalf of the class asserted in the action, including supervision of class counsel and providing testimony at deposition and trial.

6. Central Laborers is aware that as a class representative it will owe a fiduciary obligation to all absent class members and is willing to act in the best interests of the class in order to obtain the largest recovery possible for the class.

7. As a class representative, Central Laborers will remain informed as to this litigation and will work with class counsel to insure that this matter is vigorously litigated in the best interests of the class as a whole.

8. Central Laborers' transactions in Healthways securities that are the subject of this action, as reported by Central Laborers' custodian, are set forth in the chart attached hereto.

9. Central Laborers will not accept any payment for serving as a representative party on behalf of a class beyond its *pro rata* share of any recovery, except such reasonable costs and expenses relating to the representation of the class as ordered or approved by the Court.

10. Central Laborers has retained the law firm of Coughlin Stoia Geller Rudman & Robbins LLP to serve as lead counsel for the Fund and the class in this action. Central Laborers believes that its counsel possesses the requisite expertise in securities fraud actions to competently represent its interests and the interests of the class.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 9 day of October, 2009, at Jacksonville,
Illinois.



DAN KOEPPEL

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